

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AMY BARTOLETTI, CHIA SIU,
NADINE MENTOR, LISA CONLEY and
BRITTANY SHARPTON,

Plaintiffs,

v.

CITIGROUP INC. and CITIGROUP
GLOBAL MARKETS, INC.,

Defendants.

No. 1:10-cv-7820 (LGS)

**DECLARATION OF
LENI D. BATTAGLIA, ESQ.**

I, Leni D. Battaglia, hereby declare as follows:

I am an Associate with the law firm of Morgan, Lewis & Bockius LLP, counsel for Defendants Citigroup, Inc. ("Citigroup") and Citigroup Global Markets, Inc. ("CGMI" or the "Company") (collectively "Defendants") in the above-captioned matter. Pursuant to Individual Rule III(B)(3) of United States Judge Lorna G. Schofield ("Individual Rules"), Exhibits have been excerpted to include only relevant material.

1. Attached as Exhibit 1 is a true and correct copy of relevant excerpts of pages 33 through 132 of the June 14, 2012 deposition of Plaintiff Amy Bartoletti.
2. Attached as Exhibit 2 is a true and correct copy of relevant excerpts of pages 153 through 264 of the June 14, 2012 deposition of Plaintiff Amy Bartoletti.
3. Attached as Exhibit 3 is a true and correct copy of relevant excerpts of pages 89 through 148 of the August 30, 2012 deposition of David Brownstein.
4. Attached as Exhibit 4 is a true and correct copy of relevant excerpts of pages 149 through 232 of the August 30, 2012 deposition of David Brownstein.

5. Attached as Exhibit 5 is a true and correct copy of relevant excerpts of pages 17 through 144 of the August 21, 2012 deposition of Francis Chin.
6. Attached as Exhibit 6 is a true and correct copy of relevant excerpts of pages 145 through 200 of the August 21, 2012 deposition of Francis Chin.
7. Attached as Exhibit 7 is a true and correct copy of relevant excerpts of the August 14, 2012 deposition of Plaintiff Lisa Conley.
8. Attached as Exhibit 8 is a true and correct copy of relevant excerpts of pages 89 through 260 of the July 19, 2012 deposition of David Cyganowski.
9. Attached as Exhibit 9 is a true and correct copy of relevant excerpts of pages 289 through 364 of the July 19, 2012 deposition of David Cyganowski.
10. Attached as Exhibit 10 is a true and correct copy of relevant excerpts of the December 13, 2012 deposition of Martin Feinstein.
11. Attached as Exhibit 11 is a true and correct copy of relevant excerpts of the September 12, 2012 deposition of Nicholas Fluehr.
12. Attached as Exhibit 12 is a true and correct copy of relevant excerpts of pages 25 through 162 of the October 25, 2012 deposition of Thomas Green.
13. Attached as Exhibit 13 is a true and correct copy of relevant excerpts of pages 163 through 248 of the October 25, 2012 deposition of Thomas Green.
14. Attached as Exhibit 14 is a true and correct copy of relevant excerpts of pages 33 through 292 of the August 10, 2012 deposition of Fred Hessler.
15. Attached as Exhibit 15 is a true and correct copy of relevant excerpts of pages 293 through 348 of the August 10, 2012 deposition of Fred Hessler.

16. Attached as Exhibit 16 is a true and correct copy of relevant excerpts of the April 4, 2013 deposition of Dr. Mark R. Killingsworth.

17. Attached as Exhibit 17 is a true and correct copy of relevant excerpts of the July 12, 2012 deposition of Michael Koessel.

18. Attached as Exhibit 18 is a true and correct copy of relevant excerpts of the August 28, 2012 deposition of Bart Livolsi.

19. Attached as Exhibit 19 is a true and correct copy of relevant excerpts of the June 28, 2012 deposition of Plaintiff Nadine Mentor.

20. Attached as Exhibit 20 is a true and correct copy of relevant excerpts of pages 49 through 236 of the July 10, 2012 deposition of Norman Pellegrini.

21. Attached as Exhibit 21 is a true and correct copy of relevant excerpts of pages 249 through 363 of the July 10, 2012 and December 20, 2012 depositions of Norman Pellegrini.

22. Attached as Exhibit 22 is a true and correct copy of relevant excerpts of the May 21, 2013 deposition of Dr. Louise Roth.

23. Attached as Exhibit 23 is a true and correct copy of relevant excerpts of pages 5 through 269 of the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

24. Attached as Exhibit 24 is a true and correct copy of relevant excerpts of pages 270 through 345 of the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

25. Attached as Exhibit 25 is a true and correct copy of relevant excerpts of pages 57 through 140 of the June 12, 2012 deposition of Plaintiff Chia Siu.

26. Attached as Exhibit 26 is a true and correct copy of relevant excerpts of pages 149 through 216 of the June 12, 2012 deposition of Plaintiff Chia Siu.

27. Attached as Exhibit 27 is a true and correct copy of the relevant excerpts of the 2007 Employee Handbook, previously produced with Bates No. CGMI_BART000008, and also marked as Plaintiffs' Exhibit 18 to the July 10, 2012 deposition of Norman Pelligrini.

28. Attached as Exhibit 28 is a true and correct copy of relevant pages of the report of Dr. Louis Marie Roth, dated December 10, 2012, which was marked as exhibit Roth-1 to the May 21, 2013 deposition of Dr. Louise Roth.

29. Attached hereto as Exhibit 29 is a true and correct copy of pages 1 through 14 of the expert report of Dr. David E. Bloom, dated December 11, 2012.

30. Attached hereto as Exhibit 30 is a true and correct copy of pages 1 through 14 of the Appendix of Dr. David E. Bloom, dated December 11, 2012.

31. Attached hereto as Exhibit 31 is a true and correct copy of the supplemental expert report of Dr. David E. Bloom, February 12, 2013.

32. Attached hereto as Exhibit 32 is a true and correct copy of relevant excerpts from the RIF population data, which was previously produced in Excel format with Bates No. CGMI_BART020533.

33. Attached hereto as Exhibit 33 is a true and correct copy of the relevant pages of Thomas Green's handwritten notes, dated June 16, 2008 through June 18, 2008, previously produced with Bates Nos. CGMI_BART001214, 01216, 01219-20, and also marked as Plaintiffs' Exhibit 471 to the October 25, 2012 deposition of Thomas H. Green.

34. Attached hereto as Exhibit 34 is a true and correct copy of the May 28, 2008 e-mail chain between Thomas Green and William Corrado, previously produced with Bates Nos. CGMI_BART020498-99, 20502, and also marked as Plaintiffs' Exhibits 430 and 431, respectively, to the October 25, 2012 deposition of Thomas H. Green.

35. Attached hereto as Exhibit 35 is a true and correct copy of the December 3, 2007 e-mail chain between Plaintiff Brittany Sharpton and Sherrise Pond, previously produced with Bates Nos. CGMI_BART021327-31, and also marked as exhibit Sharpton 20 to the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

36. Attached hereto as Exhibit 36 is a true and correct copy of the January 22, 2008 e-mail chain between Plaintiff Brittany Sharpton and Sherrise Pond, previously produced with Bates Nos. CGMI_BART013611-12, and also marked as exhibit Sharpton 21 to the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

37. Attached hereto as Exhibit 37 is a true and correct copy of the January 17, 2008 e-mail chain between Plaintiff Brittany Sharpton and Kathy Lin, previously produced with Bates No. CGMI_BART015012, and also marked as exhibit Sharpton 14 to the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

38. Attached hereto as Exhibit 38 is a true and correct copy of the January 23, 2008 e-mail chain between Sherrise Pond and Plaintiff Brittany Sharpton, previously produced with Bates Nos. CGMI_BART014237-38, and also marked as exhibit Sharpton 22 to the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

39. Attached hereto as Exhibit 39 is a true and correct copy of the relevant pages of the e-mails from Plaintiff Brittany Sharpton expressing concern throughout the prior reductions that she would be terminated on account of her deficiencies, previously produced with Bates Nos. CGMI_BART014890, 13879, 14974-75, 14008, and also marked as exhibits Sharpton 13, 15, 16, & 18, respectively, to the October 4, 2012 deposition of Plaintiff Brittany Sharpton.

40. Attached hereto as Exhibit 40 is a true and correct copy of Plaintiff Brittany Sharpton's 2008 Financial Analyst Year-End Performance Review dated June 17, 2008, previously

produced with Bates Nos. CGMI_BART000307-08, and also marked as Plaintiffs' Exhibit 447 to the October 25, 2012 deposition of Thomas H. Green.

41. Attached hereto as Exhibit 41 is a true and correct copy of Matthew Chin's 2008 Financial Analyst Year-End Performance Review dated June 17, 2008, previously produced with Bates Nos. CGMI_BART001149-50, and also marked as Plaintiffs' Exhibit 457 to the October 25, 2012 deposition of Thomas H. Green.

42. Attached hereto as Exhibit 42 is a true and correct copy of e-mails from Plaintiff Chia Siu seeking employment dated June 29 & 30, 2008, previously produced with Bates Nos. PL 08489-90 & PL 09916, and also marked as exhibits Siu 8 & 9, respectively, to the June 12, 2012 deposition of Plaintiff Chia Siu.

43. Attached hereto as Exhibit 43 is a true and correct copy of the July 25, 2008 e-mail chain between Ping Hsieh and Plaintiff Amy Bartoletti, previously produced with Bates Nos. CGMI_BART012477-78, and also marked as exhibit Siu 11 to the June 12, 2012 deposition of Plaintiff Chia Siu.

44. Attached hereto as Exhibit 44 is a true and correct copy of the June 27, 2008 e-mail from Martin Feinstein to Plaintiff Amy Bartoletti and Michael Koessel, previously produced with Bates No. CGMI_BART015390, and also marked as exhibit Siu 12 to the June 12, 2012 deposition of Plaintiff Chia Siu.

45. Attached hereto as Exhibit 45 is a true and correct copy of the August 1, 2008 e-mail chain between David Brownstein and Plaintiff Amy Bartoletti, previously produced with Bates Nos. PL 01709-10, and also marked as exhibit Bartoletti 4 to the June 14, 2012 deposition of Plaintiff Amy Bartoletti.

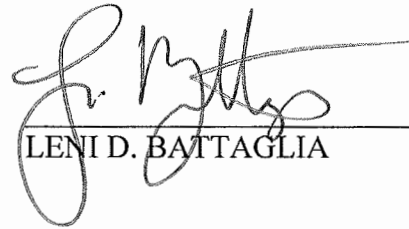
46. Attached hereto as Exhibit 46 is a true and correct copy of Plaintiff Amy Bartoletti's incentive compensation data, which was previously produced with Bates No.

CGMI_BART000864.

47. Attached hereto as Exhibit 47 is a true and correct copy of the list of documents consulted for expert report (12/17/2012) by Dr. Mark R. Killingsworth, which was marked as exhibit Killingsworth 3 to the April 4, 2013 deposition of Dr. Mark R. Killingsworth.

I make this declaration under penalty of perjury and on the basis of my own personal knowledge.

Dated: New York, New York
June 7, 2013



LENI D. BATTAGLIA